

# EXHIBIT D

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

TEACHERS INSURANCE AND  
ANNUITY ASSOCIATION OF  
AMERICA,

Plaintiff,

-against-

MELANIE SIMONS,

Defendant.

**DECLARATION OF  
THOMAS MASSIE**

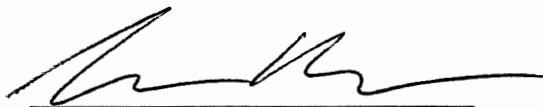
Case No. 1:21-cv-03712

I, Thomas Massie, hereby declare that:

1. I was employed by Teachers Insurance and Annuity Association of America ("TIAA") from September 2014 through February 26, 2021.
2. During my employment, I was not contacted or solicited by Melanie Simons or any person acting in concert with her or on her behalf, to resign from or otherwise separate from my employment with TIAA, except for the limited purpose of encouraging me to consider participating in the VSP that was offered to me in 2020.
3. I resigned from TIAA the day after receiving my bonus, as did numerous other TIAA employees.
4. The decision to resign from TIAA in February 2021 was mine, and mine alone. Ms. Simons did not encourage, persuade, or otherwise influence my decision in any way to resign from my employment with TIAA.
5. I would have resigned from TIAA in February 2021 even if I had had no discussions with Melanie Simons after she separated from TIAA in November 2020.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and correct.

Executed: May 4, 2021

  
Thomas Massie